## AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

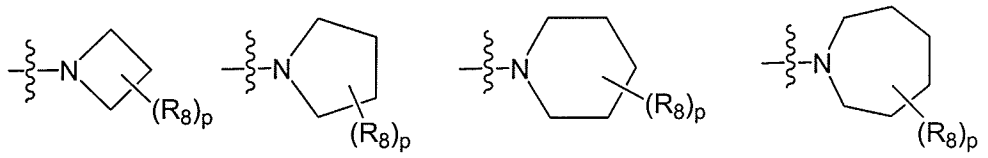
**Listing of Claims**

1-2. (Cancelled)

3. (Currently amended) A compound according to claim ~~1~~ 42, wherein $R_2$ is selected from the group consisting of a substituted or unsubstituted 3, 4, 5, 6 or 7 membered ring wherein at least one substituent is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl ~~comprising~~ having a nitrogen ring atom, and a heteroaryl ~~comprising~~ having a nitrogen ring atom.

4-6. (Cancelled)

7. (Currently amended) A compound according to claim ~~1~~ 42, wherein -UV is selected from the group consisting of



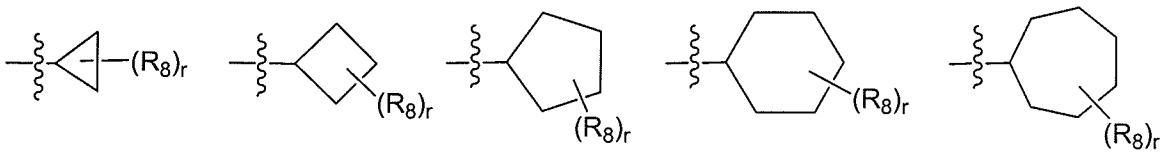

wherein p is 1-12 and each $R_8$ is independently selected from the group consisting of halo, perhalo($C_{1-10}$)alkyl, $CF_3$, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, carbonyl group, imino group, sulfonyl group and sulfinyl group, each substituted or unsubstituted, with the proviso that at least one $R_8$ provides the basic nitrogen of V.

8. (Original) A compound according to claim 7, wherein at least one $R_8$ is a primary, secondary or tertiary amine.

9. (Currently amended) A compound according to claim 7, wherein at least one $R_8$ is a substituted or unsubstituted heterocycloalkyl ~~comprising~~ having a nitrogen ring atom or a substituted or unsubstituted heteroaryl ~~comprising~~ having a nitrogen ring atom.

10. (Original) A compound according to claim 7, wherein at least one $R_8$ is selected from the group consisting of $-NH_2$, $-NH(C_{1-5}$ alkyl), $-N(C_{1-5}$ alkyl$)_2$, piperazine, imidazole, and pyridine.

11. (Currently amended) A compound according to claim ~~1~~ 42, wherein -UV is selected from the group consisting of




wherein r is 1-13 and each $R_8$ is independently selected from the group consisting of halo, perhalo$(C_{1-10})$alkyl, $CF_3$, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, carbonyl group, imino group, sulfonyl group and sulfinyl group, each substituted or unsubstituted, with the proviso that at least one $R_8$ provides the basic nitrogen of V.

12. (Original) A compound according to claim 11, wherein at least one $R_8$ is a primary, secondary or tertiary amine.

13. (Currently amended) A compound according to claim 11, wherein at least one $R_8$ is a substituted or unsubstituted heterocycloalkyl ~~comprising~~ having a nitrogen ring atom or a substituted or unsubstituted heteroaryl ~~comprising~~ having a nitrogen ring atom.

14. (Original) A compound according to claim 11, wherein at least one $R_8$ is selected from the group consisting of $-NH_2$, $-NH(C_{1-5}$ alkyl), $-N(C_{1-5}$ alkyl)$_2$, piperazine, imidazole, and pyridine.

15. (Currently amended) A compound according to claim ~~1~~ 42, wherein $R_2$ is selected from the group consisting of 3-amino-piperidin-1-yl, 3-aminomethyl-pyrrolidin-1-yl, azetidin-1-yl, 3-aminoazetidin-1-yl, pyrrolidin-1-yl, 3-aminocyclopent-1-yl, 3-aminomethylcyclopent-1-yl, 3-aminomethylcyclohex-1-yl, hexahydroazepin-1-yl, 3-aminohexahydroazepin-1-yl, 3-amino-cyclohex-1-yl, piperazin-1-yl, homopiperazin-1-yl, 3-amino-pyrrolidin-1-yl, and R-3-aminopiperidin-1-yl, each substituted or unsubstituted.

16 - 18. (Cancelled)

19. (Currently amended) A compound according to claim ~~1~~ 42, wherein the 1 atom separation provided by Z is a carbon atom.

20. (Currently amended) A compound according to claim ~~1~~ 42, wherein the 1 atom separation provided by Z is an oxygen atom.

21. (Currently amended) A compound according to claim ~~1~~ 42, wherein the 1 atom separation provided by Z is a nitrogen atom.

22. (Cancelled)

23. (Currently amended) A compound according to claim ~~1~~ 42, wherein Z is selected from the group consisting of $-CH_2-$, -C(O)-, -C(S)-, -C(NH)-, $-C(NR_9)-$, -O-, -N(H)-, $-N(R_9)-$, and -S-, wherein $R_9$ is hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each substituted or unsubstituted.

24-25. (Cancelled)

26. (Currently amended) A compound according to claim ~~1~~ 42, wherein $R_m$ is a substituted phenyl.

27. (Currently amended) A compound according to claim ~~1~~ 42, wherein $R_m$ is selected from the group consisting of (2-cyano)phenyl, (3-cyano)phenyl, (2-hydroxy)phenyl, (3-hydroxy)phenyl, (2-alkenyl)phenyl, (3-alkenyl)phenyl, (2-alkynyl)phenyl, (3-alkynyl)phenyl, (2-nitro)phenyl, (3-nitro)phenyl, (2-carboxy)phenyl, (3-carboxy)phenyl, (2-carboxamido)phenyl, (3-carboxamido)phenyl, (2-sulfonamido)phenyl, (3-sulfonamido)phenyl, (2-tetrazolyl)phenyl, (3-tetrazolyl)phenyl, (2-aminomethyl)phenyl, (3-aminomethyl)phenyl, (2-amino)phenyl, (3-amino)phenyl, (2-hydroxymethyl)phenyl, (3-hydroxymethyl)phenyl, (2-phenyl)phenyl, (3-phenyl)phenyl, (2-$CONH_2$)phenyl, (3-$CONH_2$)phenyl, (2-$CONH(C_1$-$_7)$alkyl)phenyl, (3-$CONH(C_1$-$_7)$alkyl)phenyl and (2-$CO_2(C_1$-$_7)$alkyl)phenyl, each substituted or unsubstituted.

28. (Currently amended) A compound according to claim ~~1~~ 42, wherein $R_1$ is $-OR_{11}$, where $R_{11}$ is a substituted aryl.

29. (Currently amended) A compound according to claim ~~1~~ 42, wherein Z is a carbonyl.

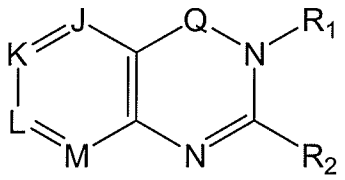
30. (Currently amended) A compound according to claim ~~1~~ 42, wherein $R_1$ is selected from the group consisting of -$(CH_2)$-(2-cyano)phenyl, -$(CH_2)$-(3-cyano)phenyl, -$(CH_2)$-(2-hydroxy)phenyl, -$(CH_2)$-(3-hydroxy)phenyl, -$(CH_2)$-(2-alkenyl)phenyl, -$(CH_2)$-(3-alkenyl)phenyl, -$(CH_2)$-(2-alkynyl)phenyl, -$(CH_2)$-(3-alkynyl)phenyl, -$(CH_2)$-(2-nitro)phenyl, -$(CH_2)$-(3-nitro)phenyl, -$(CH_2)$-(2-carboxy)phenyl, -$(CH_2)$-(3-carboxy)phenyl, -$(CH_2)$-(2-carboxamido)phenyl, -$(CH_2)$-(3-carboxamido)phenyl, -$(CH_2)$-(2-sulfonamido)phenyl, -$(CH_2)$-(3-sulfonamido)phenyl, -$(CH_2)$-(2-tetrazolyl)phenyl, -$(CH_2)$-(3-tetrazolyl)phenyl, -$(CH_2)$-(2-aminomethyl)phenyl, -$(CH_2)$-(3-aminomethyl)phenyl, -$(CH_2)$-(2-amino)phenyl, -$(CH_2)$-(3-amino)phenyl, -$(CH_2)$-(2-hydroxymethyl)phenyl, -$(CH_2)$-(3-hydroxymethyl)phenyl, -$(CH_2)$-(2-phenyl)phenyl, -$(CH_2)$-(3-phenyl)phenyl, -$(CH_2)$-(2-$CONH_2$)phenyl,

-($CH_2$)-(3-$CONH_2$)phenyl, -($CH_2$)-(2-$CONH(C_{1-7})$alkyl)phenyl, -($CH_2$)-(3-$CONH(C_{1-7})$alkyl)phenyl, -($CH_2$)-(2-$CO_2(C_{1-7})$alkyl)phenyl and -($CH_2$)-(3-$CO_2(C_{1-7})$alkyl)phenyl each substituted or unsubstituted.

31. (Currently amended) A compound according to claim ~~1~~ 42, wherein $R_1$ is selected from the group consisting of -($C_1$)alkyl-aryl, -O-aryl, -(S)-aryl, -C(O)-aryl, -C(S)-aryl, -S(O)-aryl, -$SO_2$-aryl and -$C(NR_9)$-aryl wherein $R_9$ is hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each substituted or unsubstituted~~, each substituted or unsubstituted~~.

32-41. (Cancelled)

42. (Currently amended) A compound of Formula XX:




**XX**

wherein

Q is CO;

J, K, L, and M are each independently ~~selected from the group of~~ $CR_{12}$ ~~and N~~;

$R_1$ is -$ZR_m$, where Z is a moiety providing 1 atom separation between $R_m$ and the ring to which $R_1$ is attached, and -$R_m$ is an aryl substituted with a substituent selected from the group consisting of ($C_{1-10}$)alkyl, ($C_{3-12}$)cycloalkyl, hetero($C_{3-12}$)cycloalkyl, aryl($C_{1-10}$)alkyl, heteroaryl($C_{1-5}$)alkyl, ($C_{9-12}$)bicycloaryl, hetero($C_{4-12}$)bicycloaryl, carbonyl ($C_{1-3}$)alkyl, thiocarbonyl ($C_{1-3}$)alkyl, sulfonyl ($C_{1-3}$)alkyl, sulfinyl ($C_{1-3}$)alkyl, imino ($C_{1-3}$)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, carbonyl, cyano, nitro, halo, imino, sulfonyl and sulfinyl groups;

$R_2$ is -UV~~, where U is a moiety providing 3 atom separation between V and the ring to which $R_2$ is attached and~~ ;

U is selected from the group consisting of -$CH_2$-, -$CH_2CH_2$-, -$CH_2CH_2CH_2$-, -C(O)-, -$CH_2$C(O)-, -C(O)$CH_2$-, -$CH_2$-C(O)$CH_2$-, -C(O)$CH_2CH_2$-, -$CH_2CH_2$C(O)-, -O-, -$OCH_2$-, -$CH_2$O-, -$CH_2OCH_2$-, -$OCH_2CH_2$-, -$CH_2CH_2$O-, -N($CH_3$)-, -$NHCH_2$-, -$CH_2$NH-, -$CH_2NHCH_2$-, -$NHCH_2CH_2$-, -$CH_2CH_2$NH-, -NH-C(O)-, -$NCH_3$-C(O)-, -C(O)NH-, -C(O)$NCH_3$-, -NHC(O)$CH_2$-, -C(O)$NHCH_2$-, -C(O)$CH_2$NH-, -$CH_2$NHC(O)-, -$CH_2$C(O)NH-, -$NHCH_2$C(O)-, -S-, -$SCH_2$-, -$CH_2$S-, -$SCH_2CH_2$-, -$CH_2SCH_2$-, -$CH_2CH_2$S-, -C(O)S-, -C(O)$SCH_2$-, -$CH_2$C(O)S-, -C(O)$CH_2$S-, -$CH_2$SC(O)-, –$CHR_9$-, –$C(R_9)(R_9)$-, -N(H)-, -$N(R_9)$-, ($C_{3-7}$)cycloalkyl, ($C_{3-6}$)heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl and azepan-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, halo, heterobicycloalkyl, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters and ketones;

each $R_9$ is independently hydrogen or selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, halo, heterobicycloalkyl, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters and ketones;

V ~~comprises~~ is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl ~~comprising~~ having a nitrogen ring atom, ~~or~~ and a heteroaryl ~~comprising~~ having a nitrogen ring atom ~~wherein the amine, heterocycloalkyl or heteroaryl comprises a basic nitrogen atom that is capable of interacting with a carboxylic acid side chain of an active site residue of a protein~~; and

each $R_{12}$ is hydrogen or is independently selected from the group consisting of halo, perhalo($C_{1-10}$)alkyl, $CF_3$, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl,

heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, each ~~substituted or~~ unsubstituted or substituted with one or more substituents selected from the group consisting of alicyclic, aliphatic, alkyl, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, halo, heterobicycloalkyl, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters and ketones.

43-54. (Cancelled)

55. (Original) A compound according to claim 42, wherein K is $CR_{12}$, where $R_{12}$ is independently selected from the group consisting of halo, perhalo($C_1$-$_{10}$)alkyl, $CF_3$, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, each substituted or unsubstituted.

56. (Original) A compound according to claim 42, wherein K is $CR_{12}$, where $R_{12}$ is independently selected from the group consisting of halo, perhalo($C_1$-$_{10}$)alkyl, $CF_3$, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, and alkoxy, each substituted or unsubstituted.

57. (Original) A compound according to claim 42, wherein K is $CR_{12}$, where $R_{12}$ is independently selected from the group consisting of heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryl, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, thio, a carbonyl group, imine group, sulfonyl group and sulfinyl group, each substituted or unsubstituted.

58. (Original) A compound according to claim 42, wherein K is $CR_{12}$, where $R_{12}$ is independently selected from the group consisting of chloro, bromo, fluoro, iodo, methoxy, morpholin-4-yl, and pyrrolidin-1-yl, each substituted or unsubstituted.

59. (Original) A compound according to claim 42, wherein L is $CR_{12}$, where $R_{12}$ is independently selected from the group consisting of halo, perhalo($C_{1-10}$)alkyl, $CF_3$, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, cyano, nitro, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, each substituted or unsubstituted.

60. (Original) A compound according to claim 42, wherein L is $CR_{12}$, where $R_{12}$ is independently selected from the group consisting of halo, perhalo($C_{1-10}$)alkyl, $CF_3$, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, morpholin-4-yl, and pyrrolidin-1-yl, and alkoxy, each substituted or unsubstituted.

61. (Original) A compound according to claim 42, wherein K and L are independently $CR_{12}$, where $R_{12}$ is independently selected from the group consisting of halo, perhalo($C_{1-10}$)alkyl, $CF_3$, cyano, nitro, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, each substituted or unsubstituted.

62-114. (Cancelled)